

## **EXHIBIT B**

### **To Quarterly Application**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: August 19, 2013 @ 4:00 p.m.
	)	Hearing Date: Only if Objection is Timely Filed

**THIRTY-NINTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	May 1, 2013, through May 31, 2013
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 2,493.75
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$ 325.55

This Applicant's Thirty-Ninth Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 - April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 - May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 - June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 - July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 - August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 - September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 - October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 - November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 - December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 - January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 - February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2,535.34
05/12/2011 Dkt. #26925	March 1, 2011 - March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 - April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00 \$ 3,494.25	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 - May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00 \$ 744.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 - June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00 \$ 1,593.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 - July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00 \$ 1,519.50	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 - August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00 \$ 1,296.75	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011 - September 30, 2011	\$ 15,104.64	\$ 4,604.40	\$ 12,083.71 \$ 3,020.93	\$ 4,604.40

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period  
(Continued):**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00 Reduction- \$ 573.75	\$ 2,705.74	\$ 2,988.00 \$ 173.25	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011- November 30, 2011	\$ 3,450.00 Reduction- \$ 510.00	\$ 448.50	\$ 2,760.00 \$ 180.00	\$ 448.50
2/21/2012 Dkt. #28556	December 1, 2011- December 31, 2011	\$ 2,598.75 Reduction- \$ 150.00	\$ 337.84	\$ 2,079.00 \$ 369.75	337.84
3/9/2012 Dkt. #28647	January 1, 2012- January 31, 2012	\$ 3,435.00	\$ 449.79	\$ 2,748.00 \$ 529.50	\$ 449.79
4/17/2012 Dkt. #28788	February 1, 2012- February 29, 2012	\$ 7,451.25	\$ 978.82	\$ 5,961.00 \$ 1,496.25	\$ 978.82
5/4/2012 Dkt. #28879	March 1, 2012 – March 31, 2012	\$ 4,796.25	\$ 627.60	\$ 3,837.00 \$ 730.50	\$ 627.60
6/1/2012 Dkt. #29011	April 1, 2012- April 30, 2012	\$ 2,812.50	\$ 368.23	\$ 2,250.00 \$ 562.50	368.23
7/5/2012 Dkt. #29195	May 1, 2012- May 31, 2012	\$ 3,236.25	\$ 420.71	\$ 2,589.00 \$ 647.25	420.71
8/8/2012 Dkt. #29419	June 1, 2012- June 30, 2012	\$ 2,486.25 Reduction- \$ 183.75	\$ 323.21	\$ 1,989.00 \$ 313.50	323.21
9/5/2012 Dkt. #29578	July 1, 2012- July 31, 2012	\$ 3,603.75	\$ 468.49	\$ 2,883.00 \$ 720.75	\$ 468.49
10/5/2012 Dkt. #29740	August 1, 2012- August 31, 2012	\$ 2,272.50	\$ 295.43	\$ 1,818.00 \$ 454.50	\$ 295.43
10/26/2012 Dkt. #29819	September 1, 2012- September 30, 2012	\$ 1,867.50	\$ 242.78	\$ 1,494.00 \$ 373.50	\$ 242.78
12/18/2012 Dkt. #30063	October 1, 2012- October 31, 2012	\$ 1,578.75	\$ 205.24	\$ 1,263.00	\$ 205.24
1/18/2013 Dkt. #30168	November 1, 2012- November 30, 2012	\$ 2,130.00	\$ 276.90	\$ 1,191.34	\$ 276.90
2/21/2013 Dkt. #30304	December 1, 2012- December 31, 2012	\$ 1,631.25	\$ 215.00	\$ 1,305.00	\$ 215.00
3/19/2013 Dkt. #30414	January 1, 2013- January 31, 2013	\$ 1,740.00	\$ 226.20	Pending	Pending
4/26/2013 Dkt. #30557	February 1, 2013- February 28, 2013	\$ 2,942.50	\$ 382.52	Pending	Pending

5/24/2013 Dkt. #30669	March 1, 2013- March 31, 2013	\$ 1,737.50	\$ 225.87	Pending	Pending
6/27/2013 Dkt. #30780	April 1, 2013- April 30, 2013	\$ 2,388.75	\$ 313.46	Pending	Pending

**Fee Detail by Professional for the Period of May 1, 2013, through May 31, 2013:**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>2</sup> (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 25 Years; 1988	\$575.00	3.65	\$ 2,098.75
Matthew G. Moloci	Partner, 15 Years; 1998	\$475.00	0.20	\$ 95.00
Cindy Yates	Law Clerk, 31 Yrs.	\$150.00 <sup>3</sup>	2.00	\$ 300.00
<b>Grand Total</b>			<b>5.85</b>	<b>\$ 2,493.75</b>
Blended Rate				\$ 426.28
Blended Rate (excluding Law Clerk time)				\$ 547.47

**Monthly Compensation by Matter Description for the Period of May 1, 2013, through May 31, 2013:**

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	5.65	\$ 2,398.75
11 - Fee Applications, Applicant	0.20	\$ 95.00
12 - Fee Applications, Others	0.00	0.00
14 - Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 - Other	0.00	0.00
<b>TOTAL</b>	<b>5.85</b>	<b>\$ 2,493.75</b>

<sup>2</sup> Scarfone Hawkins LLP increased its hourly rates as of February 1, 2013.

<sup>3</sup> Scarfone Hawkins LLP increased its Law Clerk hourly fee as of March 1, 2013

**Monthly Expense Summary for the Period May 1, 2013, through May 31, 2013:**

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		1.20
Harmonized Sales Tax (HST) 13%		\$ 324.35
<b>TOTAL</b>		<b>\$ 325.55</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the "Applicant") has today filed this Notice of Monthly Fee and Expenses Invoice for May 1, 2013, through May 31, 2013, (this "Monthly Fee Statement")<sup>4</sup> pursuant to the Modified Order Granting The Canadian ZAI Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before August 19, 2013, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

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<sup>4</sup> Applicant's Invoice for May 1, 2013, through May 31, 2013, is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period May 1, 2013, through May 31, 2013, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$2,493.75 and actual and necessary expenses in the amount of CDN \$325.55 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$2,819.30; Actual Interim Payment of CDN \$1,995.00(80% of the allowed fees) and reimbursement of CDN \$325.55 (100% of the allowed expenses) be authorized for a total payment of CDN \$2,320.55; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines

and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: July 26, 2013

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**



# **EXHIBIT A**

W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION  
DATE:  
May 31, 2013  
OUR FILE NO: 05L121

**Scarfone Hawkins LLP**  
BARRISTERS AND SOLICITORS  
ONE JAMES STREET SOUTH  
14TH FLOOR  
P.O. BOX 926, DEPOT #1  
HAMILTON, ONTARIO  
L8N 3P9  
TELEPHONE  
905-523-1333  
TELEFAX  
905-523-5878

H.S.T. REGISTRATION NO. 873984314 RT - 0001

**CANADIAN ZAI MONTHLY FEE APPLICATION**  
(May 1, 2013 - May 31, 2013)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
05 /01/13	memo to Matt Moloci re: possible settlement administration, meeting in Montreal	DT	\$575.00	0.10	\$57.50
05 /01/13	memo to Matt Moloci	DT	\$575.00	0.10	\$57.50
05 /02/13	memo to Matt Moloci	DT	\$575.00	0.10	\$57.50
05 /03/13	receipt of and respond to class member inquiries re status of CDN ZAI settlement and US appeals	DT	\$575.00	0.25	\$143.75
05 /03/13	receipt of and respond to class member inquiries re: status of CDN ZAI settlement and US appeals	DT	\$575.00	0.25	\$143.75
05 /08/13	receipt of and respond to class member inquiries re status of US appeals and CDN ZAI settlement	DT	\$575.00	0.25	\$143.75
05 /09/13	receipt of and respond to class member inquiries re: status of CDN ZAI settlement, etc., and US appeals	DT	\$575.00	0.25	\$143.75
05 /10/13	receipt of and respond to class member inquiries re: status of US appeals and CDN settlement	DT	\$575.00	0.25	\$143.75
05 /13/13	receipt of and respond to class member inquiries re: status of CDN ZAI settlement and US appeals	DT	\$575.00	0.25	\$143.75
05 /13/13	receipt of and respond to class member inquiries, etc., re: status of CDN ZAI settlement and US appeals	DT	\$575.00	0.25	\$143.75
05 /14/13	receipt of and respond to class member inquiries re status of US appeals	DT	\$575.00	0.25	\$143.75
05 /16/13	memo to file re: follow-up with Dan Hogan in June re: status of US appeals	DT	\$575.00	0.10	\$57.50

05 /17/13	receipt of and respond to class member inquiries re: status of USA appeals and CDN ZAI settlement	DT	\$575.00	0.25	\$143.75
05 /21/13	receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement	DT	\$575.00	0.25	\$143.75
05 /24/13	receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement	DT	\$575.00	0.25	\$143.75
05 /28/13	receipt of and respond to class member inquiries, etc.	DT	\$575.00	0.25	\$143.75
05 /29/13	receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement	DT	\$575.00	0.25	\$143.75
05 /31/13	Email from Lauren Campbell with attached Scarfone Hawkins 13th Quarterly Fee Application and Certification; review and sign Certification; email from Cindy Yates to Campbell with attached Certification as signed; emails from Lauren Campbell with attached Certificates of No Objection for 35th monthly fee applications of Lauzon Belanger Lesperance, Scarfone Hawkins and The Hogan Firm; review	MGM	\$475.00	0.20	\$95.00
05 /31/13	review dockets for period May 1, 2013 to May 31, 2013, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of May 1, 2013 to May 31, 2013	LC	\$150.00	2.00	\$300.00
<b>SUB-TOTAL</b>				<b>5.85</b>	<b>\$2,493.75</b>

<b>TIMEKEEPER</b>	<b>ID</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL</b>	<b>PLUS 13% H.S.T</b>
DAVID THOMPSON 25 years - 1988	DT	3.65	\$575.00	\$2,098.75	\$272.84
MATTHEW G. MOLOCI 15 years - 1998	MGM	0.20	\$475.00	\$95.00	\$12.35
LAW CLERK Cindy Yates 31 years - 1982	CY	2.00	\$150.00	\$300.00	\$39.00
<b>SUB-TOTAL:</b>		<b>5.85</b>		<b>\$2,493.75</b>	<b>\$324.19</b>
<b>TOTAL FEES AND TAXES:</b>					<b>\$2,817.94</b>

**DISBURSEMENTS SUMMARY**

DATE	DISBURSEMENT	HST EXEMPT	HST NON- EXEMPT	PLUS 13% H.S.T.	TOTAL
05/01/13 05/31/13	Long Distance Calls – Various calls		\$1.20	\$0.16	\$1.36
<b>TOTAL DISBURSEMENTS:</b>			<b>\$1.20</b>	<b>\$0.16</b>	<b>\$1.36</b>

<b>TOTAL FEES AND APPLICABLE TAXES:</b>	<b>\$2,819.30</b>
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THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.

# **EXHIBIT B**

**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: ss  
CITY OF HAMILTON :

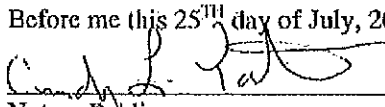
I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.

  
David Thompson

SWORN AND SUBSCRIBED  
Before me this 25<sup>TH</sup> day of July, 2013.

  
Notary Public

My Commission Expires: \_\_\_\_\_

Cindy Lea Yates, a Commissioner, etc.,  
City of Hamilton, for Scarfone Hawkins LLP,  
Barristers and Solicitors,  
Expires March 21, 2015.